

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: August 1, 2012, at 4:00 p.m.
Hearing Date: to be determined

**NOTICE OF QUARTERLY FEE APPLICATION OF
STEPTOE & JOHNSON LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS SPECIAL TAX COUNSEL
TO W. R. GRACE & CO., ET AL., FOR THE FORTY-FOURTH QUARTERLY
INTERIM PERIOD FROM JANUARY 1, 2012 THROUGH MARCH 31, 2012**

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

Step toe & Johnson LLP, special tax counsel to the above-captioned debtors and
debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), filed

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

and served the *Quarterly Application of Steptoe & Johnson LLP for Compensation for Services and Reimbursement of Expenses as Special Tax Counsel to W. R. Grace & Co., et al., for the Forty-Fourth Quarterly Interim Period from January 1, 2012 through March 31, 2012* (the “Fee Application”), seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$10,492.00 and reimbursement for actual and necessary expenses in the amount of \$22.70.

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, on or before **August 1, 2012 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following(i) co-counsel for the Debtors, Adam Paul, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654 (Fax number 312-862-2000), Roger Higgins, The Law Offices of Roger Higgins, LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); and James E. O’Neill, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, PO. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial

Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Marla Eskin, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000) and Teresa K.D. Currier, Saul Ewing LLP, 222 Delaware Avenue P.O. Box 1266, Wilmington, DE 19899-1397 (fax 302-421-6813).

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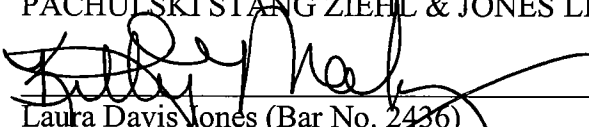
A HEARING ON THE FEE APPLICATION WILL BE HELD ON
A DATE AND TIME TO BE DETERMINED BY THE COURT.

Dated: July 3, 2012

KIRKLAND & ELLIS LLP
John Donley
Adam Paul
300 North LaSalle
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(312) 861-2000

—and—

PACHULSKI STANG ZIEHL & JONES LLP



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Co-counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Chapter 11)	
W. R. GRACE & CO., <u>et al.</u>,¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	
)	Objection Deadline: August 1, 2012

**QUARTERLY APPLICATION OF STEPTOE & JOHNSON LLP FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES
AS SPECIAL TAX COUNSEL TO W. R. GRACE & CO., ET AL., FOR
THE FORTY-FOURTH QUARTERLY INTERIM PERIOD FROM
JANUARY 1, 2012 THROUGH MARCH 31, 2012**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the “Order”) and Del.Bankr.LR 2016-2, the law firm of Steptoe & Johnson LLP (“S&J”), special tax counsel for the above-captioned debtors and debtors in possession (collectively, the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

“Debtors”), hereby applies for an order allowing it (i) compensation in the amount of \$10,492 for the reasonable and necessary legal services S&J has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that S&J has incurred in the amount of \$22.70 in each case for the interim quarterly period from January 1, 2012 through March 31, 2012 (the “Fee Period”). In support of this Application, S&J respectfully states as follows:

Background

Retention of Steptoe & Johnson LLP

1. On April 2, 2001 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. S&J has advised and represented the Debtors in connection with the IRS audit and potential litigation regarding Debtors’ corporate owned life insurance policies during the Fee Period.

2. By this Court’s order dated May 3, 2001, the Debtors were authorized to retain S&J to be paid as professionals in the ordinary course of business, as their counsel, effective as of the Petition Date. By Order dated January 1, 2002, and effective July 1, 2001, this Court ordered S&J to submit fee applications in accordance with the Administrative Order established by this Court for post petition fees and expenses, as amended on April 17, 2002 (“Order”).

3. The Order authorizes the Debtors to compensate S&J at S&J’s hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

Monthly Interim Fee Applications Covered Herein

4. Pursuant to the procedures set forth in the Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”), and the notice parties listed in the Order may object to such request. If no notice party objects to a professional’s Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

5. Furthermore, and also pursuant to the Order, professionals are to file and serve upon the notice parties a quarterly request (a “Quarterly Fee Application”) for Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional’s final fee application.

6. This Quarterly Fee Application covers the Fee Period of January 1, 2012 through March 31, 2012. It is for the Forty- Fourth Quarterly Interim Period involved in the W.R. Grace case.

7. Monthly Fee Applications filed by S&J for interim compensation filed during this Fee Period are described in the Cumulative Summary set forth in Exhibit A. They consist of:

- a. Application of Steptoe & Johnson LLP for compensation for services and reimbursement of expenses as special tax counsel to W. R. Grace & Co., et al., for the monthly period from January 1,

2012 through March 31, 2012 for the Quarter of January through March 2012, (the "January Fee Application") attached hereto as Exhibit B.

Application of Steptoe & Johnson LLP for compensation for services and reimbursement of expenses as special tax counsel to W. R. Grace & Co., et al., for the monthly period from March 1, 2012 through March 31, 2012 for the Quarter of January through March 2012, (the "March Fee Application") attached hereto as Exhibit C.

8. The periods for objecting to the fees and expense reimbursement requested in the Fee Applications described in Paragraph 7 passed without any objections being filed, whereupon the Debtors filed or will file certificates of no objection with the Court and have either paid or will pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

Other Quarterly Fee Applications

9. A chart showing a summary of cumulative previously filed fee applications and this Application is attached as Exhibit E.

Requested Relief

10. By this Quarterly Fee Application, S&J requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by S&J for the Fee Period, which is from January 1, 2012, through March 31, 2012, as detailed in the Applications, less any amounts previously paid to S&J pursuant to the Applications and the procedures set forth in the Order.² As stated above,

² S&J reserves the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during this period that are not otherwise included in the relevant Applications.

the full scope of services provided and the related expenses incurred are fully described in the Applications, which are attached hereto as Exhibits B through C.

Disinterestedness

11. As disclosed in the following affidavits:
 - a. Affidavit of Anne E. Moran in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Steptoe & Johnson LLP as Attorneys for the Debtors and Debtors in Possession (the “Original Affidavit”), filed May 16, 2001;
 - b. Affidavit of Anne E. Moran Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 (the “First Supplement”), filed October 26, 2001;
 - c. Supplemental Affidavit of Anne E. Moran Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 (the “Second Supplement”), filed May 2, 2001;
 - d. Supplemental Affidavit of Anne E. Moran filed March 27, 2002.
 - e. Supplemental Affidavit of Anne E. Moran filed May 16, 2005.
 - f. Supplemental Affidavit of Anne E. Moran filed March 29, 2006.
 - g. Supplemental Affidavit of Anne E. Moran filed September 17, 2008.

S&J does not hold or represent any interest adverse to the estates, and has been, at all relevant times, a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

12. S&J may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. S&J disclosed in the Affidavits its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. S&J will update the Affidavits when necessary and when S&J becomes aware of material new information.

Representations

13. S&J believes that the Forty-Fourth Quarterly Interim Period Fee Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

14. Pursuant to Fed. R. Bank. P. 2016(b), S&J has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of S&J, or (b) any compensation another person or party has received or may receive in connection with the services provided by S&J to Debtor.

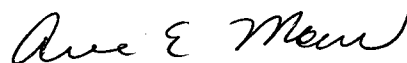
WHEREFORE, S&J respectfully requests that the Court enter an order, providing (a) that, for the Fee Period, January 1, 2012 through March 31, 2012, an administrative allowance be made to Steptoe & Johnson LLP in the sum of (i) \$10,492 as compensation for reasonable and necessary professional services rendered to the Debtors and (ii) in the sum of \$22.70 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$10,514.70 (b) that the Debtors be authorized and directed to pay to S&J the outstanding amount of such sums less any sums previously paid to S&J pursuant to the Applications and the procedures set forth in the Order and (c) that this Court grant such further relief as is equitable and just.

June 29, 2012

Date:

Respectfully submitted,

STEPTOE & JOHNSON LLP



Anne E. Moran
1330 Connecticut Avenue, NW
Washington, DC 20036 (202) 429-6449

Exhibit A

CUMULATIVE SUMMARY OF INTERIM APPLICATIONS OF STEPTOE & JOHNSON LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD JANUARY 1, 2012 THROUGH MARCH 31, 2012 FOR W.R. GRACE & CO., et al.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses	Holdback Fees
5/17/12	1/1/2012-1/31/2012	\$ 4,123.50	\$ 22.70	\$ 3,298.80	\$ 22.70	\$ 824.70
5/17/12	3/1/2012-3/31/2012	\$ 6,368.50	\$ 0	\$ 5,094.80	\$ 0	\$ 1,273.70

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY

Matter Number	Matter	Total Hours	Total Fees Requested
20	Case Administration	0	0
32	Fee Application, Applicant	2.70	\$ 1,350.00
35	Other Fee Applications	0	0
30	Hearings	0	0
41	Tax Issues	4.50	\$ 2,773.50
46	Tax Litigation	12.70	\$ 6,368.50
42	Travel (1/2 total hours billed)	0	0
	Total	19.90	\$10,492.00

CUMULATIVE EXPENSE SUMMARY

Description	Amount
Telephone – Conference Calls	\$0
Copies – Matter 32 (Fee Applications)	\$0
Copies – Matter 41	\$0
Computer Database Research	\$0
Postage	\$0
Federal Express/Overnight Messenger	\$10.59
Facsimile	\$0
Working Meals	\$12.11
Hotel	\$0
Local Transportation	\$0
Parking	\$0
Total	\$22.70

Exhibit B

January Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at docket #28937 Case No. 01-01139. Also available upon request from Steptoe & Johnson LLP or Pachulski, Stang, Ziehl, Young & Jones.

Exhibit C

March Fee Application

Available on the docket of the Bankruptcy Court for the District of Delaware at docket #28938 Case No. 01-01139. Also available upon request from Steptoe & Johnson LLP or Pachulski, Stang, Ziehl, Young & Jones.

Exhibit D (none)

February Fee Application

No February Fee application

EXHIBIT E

STEPTOE & JOHNSON
Project Category Summary Report
Through 44th Interim Period
WR GRACE

Category	44th Qtr. Jan-Mar 2012	Cumulative through March 2012
Tax Litigation	\$6,386.50	\$2,293,369.50
Travel Non- working	0	\$38,800.00
Fee Applications, Applicant (S&J's fees)	\$1,350.00	\$167,798.00
Expenses	\$22.70	\$65,095.90
Tax Issues	\$2,773.50	\$35,911.50
Total	\$10,514.70	\$2,600,974.90

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

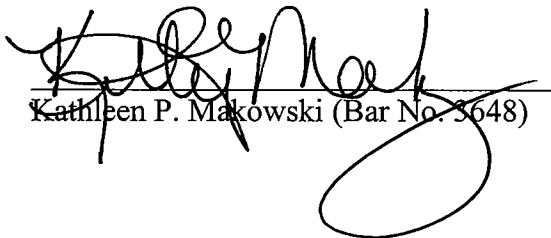
In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 3rd day of July, 2012, I caused a true and correct copy of the following documents to be served on the individuals on the attached service list in the manner indicated herein:

Notice of Quarterly Application of Steptoe & Johnson LLP for Compensation for Services and Reimbursement of Expenses as Special Tax Counsel to W. R. Grace & Co., et al., for the Forty-Fourth Quarterly Interim Period from January 1, 2012 through March 31, 2012; and

Quarterly Application of Steptoe & Johnson LLP for Compensation for Services and Reimbursement of Expenses as Special Tax Counsel to W. R. Grace & Co., et al., for the Forty-Fourth Quarterly Interim Period from January 1, 2012 through March 31, 2012.


Kathleen P. Makowski (Bar No. 3648)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Grace Fee Application Service List

Case No. 01-1139 (JKF)

Doc. No. 33512v4

08 – Hand Delivery

12 – First Class Mail

(Co-Counsel for the Debtors)

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(Trustee)

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(Co-Counsel to the debtor-in-possession lender)

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(Co-Counsel to David T. Austern, Personal Injury Future Claimant's Representative)

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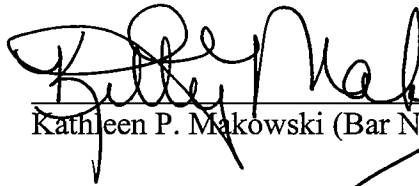
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, Kathleen P. Makowski, hereby certify that on the 3rd day of July, 2012, I caused a true and correct copy of the following document to be served on the individuals on the attached service list in the manner indicated herein:

Notice of Quarterly Application of Steptoe & Johnson LLP for Compensation for Services and Reimbursement of Expenses as Special Tax Counsel to W. R. Grace & Co., et al., for the Forty-Fourth Quarterly Interim Period from January 1, 2012 through March 31, 2012.


Kathleen P. Makowski (Bar No. 3648)

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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